

**EXHIBIT C**

Douglas J. Pick, Esq.  
Eric C. Zabicki, Esq.  
**PICK & ZABICKI LLP**  
Proposed Counsel to the Debtor  
369 Lexington Avenue, 12<sup>th</sup> Floor  
New York, New York 10017  
(212) 695-6000

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:  
PPS 77 LLC,  
-----X  
Debtor.

Chapter 11  
Case No. 24-12445 (LGB)

**“LAR DAN” DECLARATION IN SUPPORT OF APPLICATION FOR AUTHORITY  
TO RETAIN PICK & ZABICKI LLP AS COUNSEL TO THE DEBTOR**

ERIC BROWN, hereby declares as follows under penalty of perjury:

1. I am a manager and member of PPS 77 LLC, the debtor and debtor-in-possession herein (the “Debtor”). I am familiar with the matters set forth herein. I make this declaration in support of the Debtor’s application for authority to retain the law firm Pick & Zabicki LLP (“P&Z”) as its counsel in this case.
2. I am also a member of PPS 37<sup>th</sup> Avenue LLC and Brown Brothers Group LLC. At the Debtor’s request: (a) PPS 37<sup>th</sup> Avenue LLC paid the sum of \$15,000.00 to P&Z as a professional retainer in connection with its retention as the Debtor’s counsel; and (b) Brown Brothers Group LLC paid the sum of \$2,500.00 to P&Z as an advance for expenses (including the \$1,738.00 filing fee which was paid by P&Z) anticipated to be incurred by P&Z as counsel to the Debtor in this case.

3. I have been made aware of the case entitled *In re Lar Dan Enterprises, Inc.* 221 B.R. 93 (Bankr. S.D.N.Y 1998) and represent and allege as follows:

(i) I understand that any and all compensation received by P&Z from any source will be subject to review by this Court for reasonableness.

(ii) I am fully aware of all facts relating to the payments made to P&Z by PPS 37<sup>th</sup> Avenue LLC and Brown Brothers Group LLC referred to herein. The Debtor expressly requested and consented to such payment.

(iii) I understand that notwithstanding such payment, P&Z's undivided loyalty will remain with the Debtor and not to PPS 37<sup>th</sup> Avenue LLC or Brown Brothers Group LLC (or to me personally).

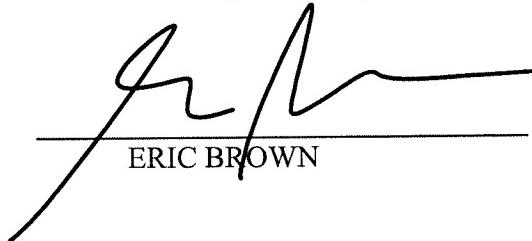
(iv) There is no factual or legal relationship between PPS 37<sup>th</sup> Avenue LLC and Brown Brothers Group LLC (nor me personally) and P&Z.

(v) I have been advised that PPS 37<sup>th</sup> Avenue LLC and Brown Brothers Group LLC should discuss the payments made to P&Z with counsel of their own choosing. PPS 37<sup>th</sup> Avenue LLC and Brown Brothers Group LLC have chosen not to do so.

(vi) I have been informed that all confidential information between the Debtor and P&Z is protected as required by Rule 1.6 of the New York Rules of Professional Conduct.

4. I hereby declare, pursuant to 28 U.S.C. § 1746 and under penalties of perjury, that the foregoing is true and correct to the best of my knowledge and belief.

Executed on February 1, 2025



ERIC BROWN